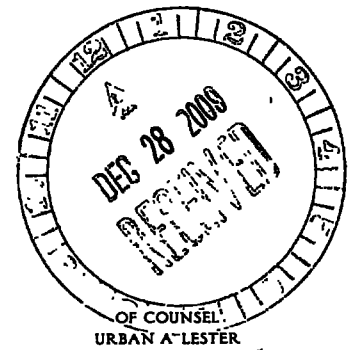


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RECORDATION NO. 28109 FILED

December 23, 2009

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Master Service Contract C-7339, Rider 7

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

Lessee: Omya, Incorporated
39 Main Street
Proctor, VT 05765

Section Chief
December 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

122 railcars within the series SHPX 206151 - SHPX 206275 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

ACF Industries, Incorporated (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 7 dated as of 1/13/03 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

RECORDATION NO. 28109 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

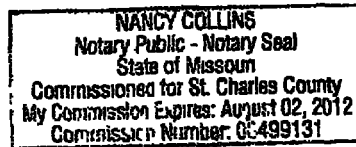
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 7

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
122			
	Tank	SHPX	206151
	Tank	SHPX	206152
	Tank	SHPX	206153
	Tank	SHPX	206154
	Tank	SHPX	206155
	Tank	SHPX	206156
	Tank	SHPX	206157
	Tank	SHPX	206158
	Tank	SHPX	206159
	Tank	SHPX	206160
	Tank	SHPX	206161
	Tank	SHPX	206162
	Tank	SHPX	206163
	Tank	SHPX	206164
	Tank	SHPX	206165
	Tank	SHPX	206166
	Tank	SHPX	206167
	Tank	SHPX	206168
	Tank	SHPX	206169
	Tank	SHPX	206170
	Tank	SHPX	206171
	Tank	SHPX	206172
	Tank	SHPX	206173
	Tank	SHPX	206174
	Tank	SHPX	206175
	Tank	SHPX	206176
	Tank	SHPX	206177
	Tank	SHPX	206178
	Tank	SHPX	206179
	Tank	SHPX	206180
	Tank	SHPX	206181
	Tank	SHPX	206182
	Tank	SHPX	206184

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 7

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
122			
	Tank	SHPX	206185
	Tank	SHPX	206186
	Tank	SHPX	206187
	Tank	SHPX	206188
	Tank	SHPX	206189
	Tank	SHPX	206190
	Tank	SHPX	206191
	Tank	SHPX	206192
	Tank	SHPX	206193
	Tank	SHPX	206194
	Tank	SHPX	206195
	Tank	SHPX	206196
	Tank	SHPX	206197
	Tank	SHPX	206198
	Tank	SHPX	206199
	Tank	SHPX	206201
	Tank	SHPX	206202
	Tank	SHPX	206203
	Tank	SHPX	206204
	Tank	SHPX	206206
	Tank	SHPX	206207
	Tank	SHPX	206208
	Tank	SHPX	206209
	Tank	SHPX	206210
	Tank	SHPX	206211
	Tank	SHPX	206212
	Tank	SHPX	206213
	Tank	SHPX	206214
	Tank	SHPX	206215
	Tank	SHPX	206216
	Tank	SHPX	206217
	Tank	SHPX	206218
	Tank	SHPX	206219

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 7

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
122			
	Tank	SHPX	206220
	Tank	SHPX	206221
	Tank	SHPX	206222
	Tank	SHPX	206223
	Tank	SHPX	206224
	Tank	SHPX	206225
	Tank	SHPX	206226
	Tank	SHPX	206227
	Tank	SHPX	206228
	Tank	SHPX	206229
	Tank	SHPX	206230
	Tank	SHPX	206231
	Tank	SHPX	206232
	Tank	SHPX	206233
	Tank	SHPX	206234
	Tank	SHPX	206235
	Tank	SHPX	206236
	Tank	SHPX	206237
	Tank	SHPX	206238
	Tank	SHPX	206239
	Tank	SHPX	206240
	Tank	SHPX	206241
	Tank	SHPX	206242
	Tank	SHPX	206243
	Tank	SHPX	206244
	Tank	SHPX	206245
	Tank	SHPX	206246
	Tank	SHPX	206247
	Tank	SHPX	206248
	Tank	SHPX	206249
	Tank	SHPX	206250
	Tank	SHPX	206251
	Tank	SHPX	206252

Schedule A

Equipment

Omya, Inc.

Contract C-7339 Order 7

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
122			
	Tank	SHPX	206253
	Tank	SHPX	206254
	Tank	SHPX	206255
	Tank	SHPX	206256
	Tank	SHPX	206257
	Tank	SHPX	206258
	Tank	SHPX	206259
	Tank	SHPX	206260
	Tank	SHPX	206261
	Tank	SHPX	206262
	Tank	SHPX	206263
	Tank	SHPX	206264
	Tank	SHPX	206265
	Tank	SHPX	206266
	Tank	SHPX	206267
	Tank	SHPX	206268
	Tank	SHPX	206269
	Tank	SHPX	206270
	Tank	SHPX	206271
	Tank	SHPX	206272
	Tank	SHPX	206273
	Tank	SHPX	206274
	Tank	SHPX	206275

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/23/09



Robert W Alvord